ALSTON & BIRD LLP

Martin G. Bunin 90 Park Avenue New York, NY 10016 (212) 210-9400 (telephone) (212) 210-9444 (facsimile) marty.bunin@alston.com

Attorneys for Wells Fargo Bank, N.A. as Master Servicer of Certain Mortgage Backed Securities Trusts

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.)) Jointly Administered)

DECLARATION OF MARTIN G. BUNIN IN SUPPORT OF JOINDER OF WELLS FARGO BANK, N.A. AS MASTER SERVICER FOR RESIDENTIAL MORTGAGE BACKED SECURITIES TRUSTS TO (a) LIMITED OBJECTION OF CERTAIN TRUSTEES FOR RESIDENTIAL MORTGAGE **BACKED SECURITIES TRUSTS TO DEBTORS' MOTION PURSUANT TO 11** U.S.C. §§ 105, 363(b), (f), AND (m), 365 AND 1123, AND FED R. BANKR. P. 2002, 6004, 6006, AND 9014 FOR ORDERS: (A)(I) AUTHORIZING AND APPROVING SALE PROCEDURES, INCLUDING BREAK-UP FEE AND EXPENSE REIMBURSEMENT; (II) SCHEDULING BID DEADLINE AND SALE HEARING; (III) APPROVING FORM AND MANNER OF NOTICE THEREOF; AND (IV) GRANTING RELATED RELIEF AND (B)(I) AUTHORIZING THE SALE OF CERTAIN ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; (II) AUTHORIZING AND APPROVING ASSET PURCHASE AGREEMENTS THERETO; (III) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES RELATED THERETO; AND (IV) GRANTING RELATED RELIEF; AND (b) LIMITED OBJECTION OF CERTAIN TRUSTEES FOR RESIDENTIAL MORTGAGE BACKED SECURITIES TRUSTS TO THE DEBTORS' POSTPETITION FINANCING MOTIONS

- I, Martin G. Bunin, hereby declare under penalty of perjury:
- 1. I am a partner of Alston & Bird LLP, counsel to Wells Fargo Bank, N.A., as master servicer for certain residential mortgage backed securities trusts (the "Master Servicer").
- 2. I submit this declaration (the "Declaration") in support of the Master Servicer's Joinder to (a) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors' Motion, inter alia, for an Order (I)(A) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expenses Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief; and (b) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors' Postpetition Financing Motions filed on June 11, 2011 (the "Master Servicer Joinder").
- 3. Attached hereto as Exhibit A is a copy of the pooling and servicing agreement referenced as "PSA Exemplar 1" in the Master Servicer Joinder.
- 4. Attached hereto as Exhibit B-1 is a copy of the pooling and servicing agreement referenced as "PSA Exemplar 2" in the Master Servicer Joinder.
- 5. Attached hereto as Exhibit B-2 is a copy of the assignment assumption & recognition agreement referenced as "AAR Exemplar 2" in the Master Servicer Joinder.

12-12020-mg Doc 296 Filed 06/11/12 Entered 06/11/12 15:57:32 Main Document Pg 3 of 3

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 11, 2012.

/s/ Martin G. Bunin Martin G. Bunin